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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtor.	:	(Jointly Administered)
	:	
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NOTICE OF SALE OF CERTAIN ASSETS AT AUCTION

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. § 363 And Fed. R. Bankr. P. 2002 And 9014 (I) Approving Bidding Procedures, (II) Granting Certain Bid Protections, (III) Approving Form And Manner Of Sale Notices, And (IV) Setting Sale Hearing Date In Connection With Sale Of Saginaw Chassis Equipment And Other Assets (the "Bidding Procedures Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on November __, 2007, Delphi Automotive Systems LLC and Delphi Technologies, Inc. (collectively, the "Selling Debtor Entities") have entered into an Asset Purchase Agreement (together with any amendments thereto, the "Agreement") with TRW Integrated Chassis Systems LLC (the "Purchaser") for the purchase of a significant portion of the assets, including manufacturing equipment, test and development equipment, inventory, assigned permits, and other personal property primarily used and located at the facility in Saginaw, Michigan (the "Acquired Assets").

2. All interested parties are invited to make an offer to purchase the Acquired Assets in accordance with the terms and conditions approved by the Bankruptcy Court (the "Bidding Procedures") so as to be received by (i) Delphi Automotive Systems LLC, 5725 Delphi Drive, Troy, Michigan, 48098, Attention: Karen J. Craft, Managing Restructuring Counsel; (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60601-1285, Attention: Ron E. Meisler and Brian M. Fern; (iii) counsel to the official committee of unsecured creditors (the "Creditors' Committee"), Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022, Attention: Robert J. Rosenberg and Mark A. Broude; (iv) the Creditors' Committee's financial advisor, Mesirow Financial Consulting LLC, 666 Third Avenue, 21st Floor, New York, New York 10017, Attention: Ben Pickering; and (v) counsel for the Debtors' postpetition credit facility, Davis, Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attention: Donald Bernstein and Brian Resnick, so as to be received not later than **11:00 a.m.** (prevailing Eastern time) on **November 27 2007**. Pursuant to the Bidding Procedures, the Selling Debtor Entities may conduct an auction for the Acquired Assets (the "Auction") beginning at **10:00**

a.m. (prevailing Eastern time) on **December 6, 2007** at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 or 333 West Wacker Drive, Chicago, Illinois 60606.

3. Participation at the Auction is subject to the Bidding Procedures and the Bidding Procedures Order. A copy of the Bidding Procedures is available by contacting the undersigned counsel to the Selling Debtor Entities or by accessing Delphi's Legal Information Website, www.delphidocket.com.

4. The Bankruptcy Court will conduct a hearing to approve the sale of the Acquired Assets on (i) **November 29, 2007** at **10:00 a.m.** (prevailing Eastern time) if the Debtors do not receive any Qualified Bids by the Bid Deadline or (ii) **December 20, 2007** at **10:00 a.m.** (prevailing Eastern time), if the Debtors receive at least one Qualified Bid by the Bid Deadline.

5. The Sale Hearing will take place before the Honorable Robert D. Drain, United States Bankruptcy Judge in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004. Such hearing may be adjourned without notice other than an adjournment in open court.

6. Objections, if any, to the proposed Sale must be filed and served in accordance with the Bidding Procedures Order, and **actually received** no later than **4:00 p.m.** (prevailing Eastern time) on **November 26, 2007**.

7. Objections related **solely** to either the conduct of the Auction or the selection of a Successful Bidder other than the Purchaser, if any, shall be filed and served in accordance with the Bidding Procedures Order, and **actually received** no later than **4:00 p.m.** (prevailing Eastern time) on **December 13, 2007** by the parties set forth in paragraph 2 above.

8. This notice is qualified in its entirety by the Bidding Procedures Order.

Dated: New York, New York
November __, 2007

BY ORDER OF THE COURT

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession